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12 || [Proposed] Lead Counsel for Plaintiff

13 || [Additional counsel appear on signature page.]

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

17 DR. IAN BEISER, Derivatively on Behalf of) No. C-06-05330-RS
18 PMC-SIERRA, INC.,)
19 Plaintiff,) STIPULATION AND [PROPOSED] ORDER
20 vs.) CONSOLIDATING CASES FOR ALL
21 ROBERT L. BAILEY, et al.,) PURPOSES; SETTING SCHEDULE FOR
22) FILING OF CONSOLIDATED COMPLAINT
23) AND CONTINUING CMC TO FEBRUARY
24) 7, 2007
25 Defendants,)
– and –)
PMC-SIERRA, INC., a Delaware corporation,)
Nominal Defendant.)

26 [Caption continued on following page.]

28

1 WHEREAS, there are two related shareholder derivative actions on behalf of Nominal
 2 Defendant PMC-Sierra, Inc. (“PMC-Sierra”) pending in this district:

3 Abbreviated Case Name	4 Case Number	5 Date Filed
Beiser v. Bailey, et al.	C-06-05330-RS	August 29, 2006
Barone v. Bailey, et al.	C-06-06473-RS	October 16, 2006

6 WHEREAS, the two related shareholder derivative actions arise out of the same transactions
 7 and occurrences and involve the same or substantially similar issues of law and fact, and, therefore,
 8 should be consolidated for all purposes under Fed. R. Civ. P. 42(a);

9 WHEREAS, on October 26, 2006, Plaintiff Ian Beiser moved to consolidate the above-
 10 referenced actions and to appoint Beiser as lead plaintiff and Lerach Coughlin Stoia Geller Rudman
 11 & Robbins LLP (“Lerach Coughlin”) as lead counsel;

12 WHEREAS, on November 22, 2006, this Court issued an Order Re Motion to Consolidate
 13 and to Appoint Lead Plaintiff and Counsel instructing Plaintiff Beiser to re-notice the motion and
 14 ensure that all parties in the *Barone* action are served therewith;

15 WHEREAS, plaintiff’s counsel in the *Beiser* action has met and conferred with plaintiff’s
 16 counsel in the *Barone* action and with defendants’ counsel in both actions;

17 WHEREAS, all parties agree to consolidation of the above-referenced actions;

18 WHEREAS, after meeting and conferring, all named plaintiffs agree that Beiser should be
 19 appointed Lead Plaintiff and Lerach Coughlin should be appointed Lead Counsel;

20 WHEREAS, defendants take no position as to the appointment of Beiser as Lead Plaintiff
 21 and Lerach Coughlin as Lead Counsel;

22 WHEREAS, counsel for plaintiffs and defendants (including Nominal Defendant
 23 PMC-Sierra and all Individual Defendants) have met and conferred and respectfully request that the
 24 Case Management Conference currently scheduled in the *Beiser* action for December 6, 2006 at 2:30
 25 p.m. should be continued until February 7, 2007 at 2:30 p.m., or as soon thereafter as the Court is
 26 available so as to occur after such time as the *Beiser* and *Barone* actions have been consolidated; and

27 WHEREAS, the agreed-upon schedule set forth below is not for the purpose of delay,
 28 promotes judicial efficiency, and will not cause prejudice to any party.

1 THEREFORE, IT IS STIPULATED AND AGREED by plaintiff and defendants, through
2 their respective counsel of record, as follows:

I. CONSOLIDATION OF ACTIONS

4 1. The following actions are hereby consolidated for all purposes, including pretrial
5 proceedings, trial and appeal:

	Abbreviated Case Name	Case Number	Date Filed
6	<i>Beiser v. Bailey, et al.</i>	C-06-05330-RS	August 29, 2006
7	<i>Barone v. Bailey, et al.</i>	C-06-06473-RS	October 16, 2006

9 2. The caption of these consolidated actions shall be "*In re PMC-Sierra, Inc. Derivative*
10 *Litigation*" and the files of these consolidated actions shall be maintained in one file under Master
11 File No. C-06-05330-RS. Any other actions now pending or later filed in this Court which arise out
12 of or are related to the same facts as alleged in the above-identified cases shall be consolidated for all
13 purposes, if and when they are brought to the Court's attention.

14 3. Every pleading filed in the consolidated actions, or in any separate action included
15 herein, shall bear the following caption:

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

19 In re PMC-SIERRA, INC.) Master File No. C-06-05330-RS
DERIVATIVE LITIGATION)
20 _____)
21 This Document Relates To:)
_____)

22 4. When a pleading is intended to be applicable to all actions governed by this Order,
23 the words "All Actions" shall appear immediately after the words "This Document Relates To:" in
24 the caption set out above. When a pleading is intended to be applicable to only some, but not all, of
25 the consolidated actions, this Court's docket number for each individual action to which the pleading
26 is intended to be applicable and the abbreviated case name of said action shall appear immediately

1 after the words "This Document Relates To:" in the caption described above (e.g., "No. C-06-05330-
2 RS, *Beiser v. Bailey, et al.*").

3 5. A Master Docket and a Master File hereby are established for the above consolidated
4 proceedings and for all other related cases filed in or transferred to this Court. Separate dockets shall
5 continue to be maintained for each of the individual actions hereby consolidated, and entries shall be
6 made in the docket of each individual case in accordance with the regular procedures of the clerk of
7 this Court, except as modified by this Order.

8 6. When a pleading is filed and the caption shows that it is applicable to "All Actions,"
9 the clerk shall file such pleading in the Master File and note such filing on the Master Docket. No
10 further copies need be filed, and no other docket entries need be made.

11 7. When a pleading is filed and the caption shows that it is to be applicable to fewer than
12 all of the consolidated actions, the clerk will file such pleading in the Master File only but shall
13 docket such filing on the Master Docket and the docket of each applicable action.

14 8. When a case which properly belongs as part of *In re PMC-Sierra, Inc. Derivative*
15 *Litigation* is filed in this Court or transferred to this Court from another court and assigned to Judge
16 Richard Seeborg, the clerk of this Court shall:

17 (a) Place a copy of this Order in the separate file for such action;
18 (b) Mail to the attorneys for the plaintiff(s) in the newly-filed or transferred case a
19 copy of this Order and direct that this Order be served upon or mailed to any new defendant(s) or
20 their counsel in the newly-filed or transferred case; and

21 (c) Make an appropriate entry on the Master Docket. This Court requests the
22 assistance of counsel in calling to the attention of the clerk of this Court the filing or transfer of any
23 case which properly might be consolidated as part of *In re PMC-Sierra, Inc. Derivative Litigation*.

24 **II. APPOINTMENT OF LEAD PLAINTIFF AND CO-LEAD COUNSEL**

25 9. Plaintiff Ian Beiser shall be appointed Lead Plaintiff.
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1 10. The law firm of Lerach Coughlin Stoia Geller Rudman & Robbins LLP shall be
2 appointed Lead Counsel for plaintiff in the consolidated *PMC-Sierra* shareholder derivative actions.¹

3 11. Lead Counsel shall have authority to speak for plaintiff in matters regarding pretrial
4 and trial procedure and settlement negotiations, and shall make all work assignments in such manner
5 as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or
6 unproductive effort.

7 12. Lead Counsel shall be responsible for coordination of all activities and appearances
8 on behalf of plaintiff and for the dissemination of notices and orders of this Court. No motion,
9 request for discovery or other pretrial proceedings shall be initiated or filed by plaintiff except
10 through Lead Counsel.

11 13. Lead Counsel also shall be available and responsible for communications to and from
12 this Court. Lead Counsel shall be responsible for the creation and maintenance of a master service
13 list of all parties and their respective counsel.

14 14. Defendants' counsel may rely upon all agreements made with Lead Counsel, or other
15 duly authorized representatives of plaintiff, and such agreements shall be binding on plaintiff.

16 **III. SCHEDULE**

17 15. Plaintiff shall no later than 45 days from the entry of this Order file and serve a
18 Consolidated Complaint which will supersede all existing complaints filed in these actions.
19 Defendants need not respond to any of the pre-existing complaints. Service shall be effected with
20 respect to defendants by serving the Consolidated Complaint on counsel for defendants.

21 16. Defendants shall answer or otherwise respond to the Consolidated Complaint no later
22 than 45 days from the date of service. In the event that defendants file and serve any motion directed
23 at the Consolidated Complaint, plaintiff shall file and serve their opposition within 45 days after the
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27 ¹ Defendants take no position as to the appointment of Ian Beiser as Lead Plaintiff and Lerach
Coughlin as Lead Counsel.
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1 service of the motion. If defendants file and serve a reply to plaintiff's opposition, they will do so
2 within 30 days after service of the opposition.²

3 IT IS SO STIPULATED.

4 DATED: November 30, 2006

LERACH COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
SHAWN A. WILLIAMS
MONIQUE C. WINKLER
AELISH M. BAIG

7
8 _____/s/
9 AELISH M. BAIG

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Telephone: 310/859-3100
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20 [Proposed] Lead Counsel for Plaintiff

21 DATED: November 30, 2006

22 THE LAW OFFICE OF DAVID M.
GOLDSTEIN
DAVID M. GOLDSTEIN

23
24 _____/s/
25 DAVID M. GOLDSTEIN

26² This agreement supersedes the briefing schedule previously stipulated to by the parties to the
27 *Beiser* and *Barone* actions (filed November 17, 2006 and November 22, 2006, respectively).

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marlene@daveglaw.com

Attorneys for Plaintiff Lawrence Barone

6 I, AELISH M. BAIG, am the ECF User whose ID and password are being used to file this
7 STIPULATION AND [PROPOSED] ORDER CONSOLIDATING CASES FOR ALL PURPOSES;
8 SETTING SCHEDULE FOR FILING OF CONSOLIDATED COMPLAINT AND CONTINUING
9 CMC TO FEBRUARY 7, 2007. In compliance with General Order 45, X.B., I hereby attest that
10 David M. Goldstein has concurred in this filing.

DATED: November 30, 2006

LATHAM & WATKINS LLP
ELLEN KINSLEY BROWN

/s/

505 Montgomery Street, Suite 2000
San Francisco, CA 94111-2562
Telephone: 415/395-8289
ellen.brown@lw.com

LATHAM & WATKINS LLP
PATRICK E. GIBBS
140 Scott Drive
Menlo Park, CA 94025-3656
Telephone: 650/328-4600
650/463-2600 (fax)

Attorneys for Defendants

23 I, AELISH M. BAIG, am the ECF User whose ID and password are being used to file this
24 STIPULATION AND [PROPOSED] ORDER CONSOLIDATING CASES FOR ALL PURPOSES;
25 SETTING SCHEDULE FOR FILING OF CONSOLIDATED COMPLAINT AND CONTINUING
26 CMC TO FEBRUARY 7, 2007. In compliance with General Order 45, X.B., I hereby attest that
27 Ellen Kinsley Brown has concurred in this filing.

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* * *

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O R D E R

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Having considered the parties' Stipulation, and good cause appearing, the Court hereby
4 GRANTS the parties' Stipulation. Further, the Case Management Conference currently scheduled in
5 the *Beiser* action for December 6, 2006 at 2:30 p.m. will be continued until February 7, 2007 at 2:30
6 p.m.

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IT IS SO ORDERED.

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DATED: December 6, 2006

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THE HONORABLE RICHARD SEEBORG
UNITED STATES MAGISTRATE JUDGE

1 CERTIFICATE OF SERVICE

2 I hereby certify that on November 30, 2006, I electronically filed the foregoing with the
3 Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail
4 addresses denoted on the attached Electronic Mail Notice List, and I hereby certify that I have
5 mailed the foregoing document or paper via the United States Postal Service to the non-CM/ECF
6 participants indicated on the attached Manual Notice List.

7 s/ AELISH M. BAIG
8 AELISH M. BAIG

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Mailing Information for a Case 5:06-cv-05330-RS

Electronic Mail Notice List

The following are those who are currently on the list to receive e-mail notices for this case.

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- **Darren J. Robbins**
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Manual Notice List

The following is the list of attorneys who are **not** on the list to receive e-mail notices for this case (who therefore require manual noticing). You may wish to use your mouse to select and copy this list into your word processing program in order to create notices or labels for these recipients.

- (No manual recipients)